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2 DAVID C. O'MARA
3 Nevada Bar No. 8599
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9 Liaison Counsel for Lead Plaintiffs Pompano Beach Police & Firefighters'
10 Retirement System and Alaska Electrical Pension Fund and the Class

11 [Additional counsel appear on signature page.]

12 UNITED STATES DISTRICT COURT

13 DISTRICT OF NEVADA

14 FRANK J. FOSBRE, JR., et al.,

15 Plaintiffs,

16 vs.

17 LAS VEGAS SANDS CORP., et al.,

18 Defendants.

) No. 2:10-cv-00765-APG-GWF
) **(Consolidated)**

) CLASS ACTION

) STIPULATION AND **ORDER**
) REGARDING CLASS NOTICE
) PROCEDURES

1 IT IS HEREBY STIPULATED by the parties, through their undersigned counsel,
2 that, subject to the Court's approval:

3 1. On June 15, 2015, the Court certified this action as a class action under Rule
4 23 of the Federal Rules of Civil Procedure.

5 2. The Class consists of:

6 All persons or entities who purchased or otherwise acquired the common
7 stock of Las Vegas Sands Corp. ("LVS" or the "Company") from August 2,
8 2007 through November 5, 2008, inclusive (the "Class Period") who were
9 damaged by the Defendants' alleged misconduct. Excluded from the Class
10 are defendants, the officers and directors of the Company at all relevant
11 times, members of defendants' immediate families and their legal
12 representatives, heirs, successors or assigns and any entity in which
13 defendants have or had a controlling interest.

14 3. The proposed procedures for giving notice to the Class comply with the
15 requirements of due process and with Rule 23 of the Federal Rules of Civil Procedure and
16 constitute the best notice practicable under the circumstances.

17 4. The firm of Gilardi & Co. LLC ("Notice Administrator") is appointed and
18 authorized to supervise and administer the notice procedure.

19 5. Within 14 business days after the Court's approval and entry of this Order,
20 Las Vegas Sands Corp. ("LVS") shall instruct its securities transfer agent to produce to the
21 Notice Administrator a list, in electronic form, of all persons who purchased or otherwise
22 acquired LVS common stock during the Class Period (the "Transfer List").

23 6. Within 15 days of its receipt of LVS's Transfer List, the Notice Administrator
24 shall send copies of the "Notice," in the form attached hereto as Exhibit A, to brokers and
25 nominees on the Notice Administrator's list of such brokers and nominees that commonly
26 hold securities for the benefit of investors, as well as any other persons or entities identified
27 on the Transfer List, along with a copy of this Order, and within 20 days of their receipt of
28 the Notice, said brokers and nominees shall identify for the Notice Administrator all
beneficial owners who meet the above definition of the Class ("Beneficial Owners List").

7. Within 15 days of its receipt of the Transfer List and the Beneficial Owners List, the Notice Administrator shall send by first class United States mail the Notice to each purchaser or beneficial owner identified on the Transfer List or Beneficial Owners List (the "Notice Date").

8. Within 15 days after entry of this Order, the Notice Administrator shall: (1) cause the Summary Notice, substantially in the form attached hereto as Exhibit B, to be published on one occasion in the national edition of *Investor's Business Daily*, which will give those who did not receive such Notice an opportunity to request it and to protect their rights in this action; and (2) cause the Notice to be posted to the Notice Administrator's case website.

9. The Notice shall provide an address for the purpose of receiving requests for exclusion from the Class and requests for additional copies of the Notice from, *inter alia*, nominee purchasers of LVS common stock. The Notice Administrator shall identify and number all exclusion requests received and create images of those requests for counsel for plaintiffs and defendants. The Notice Administrator shall provide via email weekly reports of exclusion requests received to counsel for plaintiffs and defendants, as set forth below:

Counsel for Plaintiffs:

Spencer A. Burkholz
ROBBINS GELLER RUDMAN
& DOWD LLP
SpenceB@rgrdlaw.com

**Counsel for Las Vegas Sands Corp.
and Sheldon G. Adelson:**

Walter C. Carlson
SIDLEY AUSTIN LLP
wcarlson@sidley.com

Counsel for William P. Weidner:

William Sullivan
PAUL HASTINGS LLP
williamsullivan@paulhastings.com

The Notice Administrator will maintain original requests in its files.

10. The requests for exclusion from the Class shall be made by submitting a written request for exclusion as set forth in the Notice and shall be postmarked within 45 days after the Notice Date.

1 11. Within 15 days following the deadline for requesting exclusion, the Notice
2 Administrator shall submit a declaration setting forth its notification efforts and summarizing
3 the exclusion requests that it received.

4 12. Within 15 days following the deadline for requesting exclusion, plaintiffs'
5 counsel shall file all such requests for exclusion.

6 13. The costs of the notice process shall be borne by plaintiffs and/or their
7 counsel, and not by defendants.

8 DATED: August 26, 2016

ROBBINS GELLER RUDMAN
& DOWD LLP
SPENCER A. BURKHOLZ
STEVEN W. PEPICH
ERIC I. NIEHAUS
CHRISTOPHER D. STEWART

9
10
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12
13 s/ CHRISTOPHER D. STEWART
CHRISTOPHER D. STEWART

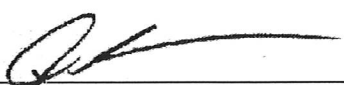
14 655 West Broadway, Suite 1900
15 San Diego, CA 92101
16 Telephone: 619/231-1058
619/231-7423 (fax)

17 Lead Counsel for Lead Plaintiffs Pompano
18 Beach Police & Firefighters' Retirement
System and Alaska Electrical Pension Fund
and the Class

19 THE O'MARA LAW FIRM, P.C.
20 DAVID C. O'MARA (Nevada Bar No. 8599)
311 East Liberty Street
21 Reno, NV 89501
Telephone: 775/323-1321
775/323-4082 (fax)

22 **IT IS SO ORDERED.**

23 Liaison Counsel for Lead Plaintiffs Pompano
24 Beach Police & Firefighters' Retirement
System and Alaska Electrical Pension Fund
and the Class

25 
United States District Judge
Dated: September 1, 2016.

26 SUGARMAN & SUSSKIND
27 ROBERT SUGARMAN
100 Miracle Mile, Suite 300
28 Coral Gables, FL 33134
Telephone: 305/529-2801
305/447-8115 (fax)

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Additional Counsel for Lead Plaintiff
Pompano Beach Police & Firefighters'
Retirement System

DATED: August 26, 2016

SIDLEY AUSTIN LLP
WALTER C. CARLSON
JAMES W. DUCAYET
COURTNEY A. HOFFMANN

s/ WALTER C. CARLSON w/permission
WALTER C. CARLSON

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Chicago, IL 60603
Telephone: 312/853-7000
312/853-7036 (fax)

Attorneys for Defendants Las Vegas Sands
Corp. and Sheldon G. Adelson

DATED: August 26, 2016

PAUL HASTINGS LLP
WILLIAM F. SULLIVAN
D. SCOTT CARLTON
SARAH KELLY-KILGORE

s/ D. SCOTT CARLTON w/permission
D. SCOTT CARLTON

515 South Flower Street, 25th Floor
Los Angeles, CA 90071
Telephone: 213/683-6000
213/627-0705 (fax)

Attorneys for Defendant William Weidner

EXHIBIT A
NOTICE OF PENDENCY
OF CLASS ACTION

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NOTICE OF PENDENCY
OF CLASS ACTION

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9 Liaison Counsel for Lead Plaintiffs Pompano Beach Police & Firefighters'
10 Retirement System and Alaska Electrical Pension Fund and the Class

11 UNITED STATES DISTRICT COURT

12 DISTRICT OF NEVADA

13 FRANK J. FOSBRE, JR., et al.,

14 Plaintiffs,

15 vs.

16 LAS VEGAS SANDS CORP., et al.,

17 Defendants.

) No. 2:10-cv-00765-APG-GWF
) **(Consolidated)**

) CLASS ACTION

) NOTICE OF PENDENCY OF CLASS
) ACTION (EXHIBIT A)

1 TO: ALL PERSONS WHO PURCHASED OR OTHERWISE ACQUIRED THE
2 COMMON STOCK OF LAS VEGAS SANDS CORP. DURING THE PERIOD FROM
3 AUGUST 2, 2007, THROUGH AND INCLUDING NOVEMBER 5, 2008:

4 This Notice is given pursuant to Rule 23 of the Federal Rules of Civil Procedure and
5 an order of the United States District Court for the District of Nevada (the "Court"). The
6 purpose of this Notice is to inform you of the pendency of this lawsuit, how it might affect
7 your rights and what steps you may take in relation to it. This Notice is not an expression of
8 any opinion by the Court as to the merits of any of the claims or defenses asserted by any
9 party in this litigation.

10 A plaintiff class (the "Class") has been certified by the Court pursuant to Rule 23
11 consisting of all persons or entities who purchased or otherwise acquired the common stock
12 of Las Vegas Sands Corp. ("LVS" or the "Company") from August 2, 2007 through
13 November 5, 2008, inclusive (the "Class Period") who were damaged by the Defendants'
14 alleged misconduct. Excluded from the Class are Defendants, the officers and directors of
15 the Company at all relevant times, members of Defendants' immediate families and their
16 legal representatives, heirs, successors or assigns and any entity in which Defendants have or
17 had a controlling interest.

18 If you or someone acting on your behalf purchased or otherwise acquired LVS
19 common stock during the Class Period, you may be a member of the Class. You may be
20 entitled to participate in any benefits that may eventually be obtained for the Class as a result
21 of this lawsuit.

22 This Notice provides a summary of the lawsuit, describes who is eligible to be
23 included in the Class and the effect of participating in this class action, and explains how to
24 request exclusion from the Class.

25 **I. DESCRIPTION OF THE LAWSUIT**

26 This is a securities class action against LVS and certain LVS executives (the
27 "Defendants") for alleged violations of the federal securities laws during the Class Period.
28

1 LVS is a global developer and operator of destination properties, casinos and resorts.
2 Throughout the Class Period, LVS common stock traded on the New York Stock Exchange
3 under the ticker symbol "LVS."

4 The Second Amended Class Action Complaint for Violations of the Federal
5 Securities Laws (the "Complaint"), filed on September 7, 2012, alleges that the Defendants
6 violated the Securities Exchange Act of 1934. The Complaint alleges that the Defendants
7 violated the federal securities laws by making false and misleading statements and omissions
8 during the Class Period regarding the Company's financial condition and its global
9 development projects that artificially inflated the price of LVS common stock. The
10 Complaint further alleges that as the truth regarding Defendants' allegedly false or
11 misleading statements and omissions was revealed, artificial inflation was removed from the
12 price of LVS common stock, causing the share price to drop and damaging members of the
13 Class. The Lead Plaintiffs seek to recover money damages for members of the Class.

14 The Defendants vigorously deny the Complaint's allegations and deny that they did
15 anything wrong. They assert that none of the Defendants made any misleading statements or
16 omissions, and that they disclosed all information required to be disclosed by the federal
17 securities laws. The Defendants also contend that LVS's stock price declined for reasons
18 other than the alleged false or misleading statements, including due to the global economic
19 crisis in fall 2008 and other market and industry conditions. The Defendants filed answers to
20 the Complaint on December 12, 2013, denying the allegations and asserting multiple
21 defenses.

22 The case is presently pending before United States District Judge Andrew P. Gordon
23 and is styled *Fosbre v. Las Vegas Sands Corp., et al.*, No. 2:10-cv-00765-APG-GWF (D.
24 Nev.) (the "Litigation"). On August 31, 2010, the Court appointed Pompano Beach Police &
25 Firefighters' Retirement System and Alaska Electrical Pension Fund as "Lead Plaintiffs"
26 pursuant to the requirements of the Private Securities Litigation Reform Act of 1995. The
27 Court has expressed no view on the merits of this lawsuit. By certifying the Class and
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1 authorizing this Notice, the Court is not expressing a view on the merits. Litigation is
2 ongoing. The Defendants' Motions for Summary Judgment are currently pending before the
3 Court.

4 Copies of the pleadings, orders and other documents filed in this Litigation may be
5 examined and copied at any time during regular office hours at the office of the Clerk of the
6 Court, United States District Court for the District of Nevada, Lloyd D. George U.S.
7 Courthouse, 333 S. Las Vegas Blvd., Las Vegas, NV 89101.

8 **II. CLASS DEFINITION**

9 On June 15, 2015, the Court entered an order pursuant to Rule 23 certifying a Class
10 and appointing Lead Plaintiffs as Class Representatives. The Class is defined as follows:

11 All persons or entities who purchased or otherwise acquired the common
12 stock of Las Vegas Sands Corp. ("LVS" or the "Company") from August 2,
13 2007 through November 5, 2008, inclusive (the "Class Period") who were
14 damaged by the Defendants' alleged misconduct. Excluded from the Class
15 are defendants, the officers and directors of the Company at all relevant
16 times, members of defendants' immediate families and their legal
17 representatives, heirs, successors or assigns and any entity in which
18 defendants have or had a controlling interest.

16 **III. RIGHTS OF CLASS MEMBER**

17 **A. Remaining a Class Member**

18 This Notice is sent to you in the belief that you may be a Class member in this
19 Litigation; mere receipt of the Notice, however, should not be construed to indicate that a
20 determination has been made that you are a member of the Class. To remain a Class
21 member, you are not required to do anything, at this time. If you remain a Class member,
22 you will be bound by any judgment in this Litigation, whether it is favorable or unfavorable,
23 and there may be additional proceedings in order to demonstrate your right to any recovery.
24 If you choose to remain a Class member, you may not pursue a lawsuit on your own with
25 regard to any of the claims asserted or issues decided in this Litigation. As a Class member,
26 you will be represented by Class Counsel (*see* §V). You will not be charged a fee for the
27 services of Class Counsel. If the case results in a recovery, however, Class Counsel will
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1 apply to the Court to be paid some portion of whatever they recover for you and other Class
 2 members. The amount of any fee and expense award will ultimately be determined by the
 3 Court. You may also enter an appearance in this case through counsel of your own choosing
 4 and at your own expense, if you so desire.

5 **B. Exclusion from the Class**

6 If you want to be excluded from the Class, you must state your request in writing
 7 (including your full name and address) and sign your name. If you are signing on behalf of a
 8 Class member (such as an estate, corporation or partnership), please indicate your full name
 9 and the basis of your authority. Your request for exclusion must be mailed to:

10 **Las Vegas Sands Securities Litigation**
 11 **Notice Administrator**
 12 **c/o Gilardi & Co. LLC**
 13 **Post Office Box 8040**
 14 **San Rafael, CA 94912-8040**

15 To be effective, your request for exclusion must be signed by you, state that you wish
 16 to be excluded, set forth your full name and address and be postmarked no later than
 17 November 30, 2016. Facsimile and email requests for exclusion are not acceptable.
 18 Requests for exclusion that do not comply with the above requirements will be invalid, and
 19 you will not be excluded from the Class.

20 If you properly exclude yourself from the Class, you will not be bound by any
 21 judgment in this Litigation, and you will also not be entitled to share any recovery that may
 22 result from it. If you properly request exclusion, you may not be able to assert individual
 23 claims against the Defendants, as such individual claims may be time-barred. It will be for
 24 you to decide whether to pursue any individual lawsuit, claim or remedy that you may have,
 25 at your own expense.

26 Do not request exclusion if you wish to be a Class member in this lawsuit.

27 **IV. SECURITIES BROKERS AND NOMINEES**

28 Nominees who purchased or otherwise acquired LVS common stock during the Class
 Period for the beneficial ownership of another are requested to send this Notice to all such

1 beneficial owners no later than twenty days after receipt of this Notice. Additional copies of
2 this Notice will be provided to such nominees upon written request sent to:

3 **Las Vegas Sands Securities Litigation**
4 **Notice Administrator**
5 **c/o Gilardi & Co. LLC**
6 **Post Office Box 8040**
7 **San Rafael, CA 94912-8040**

8 In the alternative, nominees are requested to send a list of the names and addresses of
9 such beneficial owners to Gilardi & Co. LLC at the above address no later than twenty days
10 after receipt of this Notice. Gilardi & Co. LLC will thereafter mail copies of this Notice
11 directly to all such beneficial owners. Plaintiffs' counsel offers to prepay the reasonable
12 costs of preparing a list of the names and addresses of such beneficial owners or of
13 forwarding this Notice to beneficial owners in those cases where a nominee elects to forward
14 notice, rather than provide a list of names and addresses to Gilardi & Co. LLC.

15 **V. CLASS COUNSEL**

16 The Court approved the Lead Plaintiffs' choice of the law firm of Robbins Geller
17 Rudman & Dowd LLP as Lead Counsel for the Class. If you have any questions concerning
18 the matter raised in this Notice, you may address them in writing to the address below or by
19 telephone:

20 **Spencer A. Burkholz**
21 **Robbins Geller Rudman & Dowd LLP**
22 **655 West Broadway, Suite 1900**
23 **San Diego, CA 92101**
24 **1-800-449-4900**

25 **VI. NOTICE ADMINISTRATOR**

26 If you have any corrections or changes of name or address, you may address them in
27 writing to:

28 **Las Vegas Sands Securities Litigation**
Notice Administrator
c/o Gilardi & Co. LLC
Post Office Box 8040
San Rafael, CA 94912-8040
1-800-654-5763

1 **PLEASE DO NOT TELEPHONE OR CONTACT THE COURT OR CLERK**
2 **OF THE COURT REGARDING THIS NOTICE.**

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EXHIBIT B
SUMMARY NOTICE OF PENDENCY
OF CLASS ACTION

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OF CLASS ACTION

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9 Liaison Counsel for Lead Plaintiffs Pompano Beach Police & Firefighters'
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17 Defendants.

) No. 2:10-cv-00765-APG-GWF
) **(Consolidated)**

) CLASS ACTION

) SUMMARY NOTICE OF PENDENCY OF
) CLASS ACTION (EXHIBIT B)

1 TO: ALL PERSONS WHO PURCHASED OR OTHERWISE ACQUIRED THE
2 COMMON STOCK OF LAS VEGAS SANDS CORP. DURING THE PERIOD FROM
3 AUGUST 2, 2007, THROUGH AND INCLUDING NOVEMBER 5, 2008:

4 This Summary Notice is given pursuant to Rule 23 of the Federal Rules of Civil
5 Procedure and an order of the United States District Court for the District of Nevada (the
6 "Court"). The purpose of this Summary Notice is to inform you of the pendency of this
7 lawsuit, how it might affect your rights and what steps you may take in relation to it. This
8 Summary Notice is not an expression of any opinion by the Court as to the merits of any of
9 the claims or defenses asserted by any party in this litigation.

10 A plaintiff class (the "Class") has been certified by the Court pursuant to Rule 23
11 consisting of all persons or entities who purchased or otherwise acquired the common stock
12 of Las Vegas Sands Corp. ("LVS" or the "Company") from August 2, 2007 through
13 November 5, 2008, inclusive (the "Class Period") who were damaged by the Defendants'
14 alleged misconduct. Excluded from the Class are Defendants, the officers and directors of
15 the Company at all relevant times, members of Defendants' immediate families and their
16 legal representatives, heirs, successors or assigns and any entity in which the Defendants
17 have or had a controlling interest. The Defendants vigorously deny the allegations against
18 them and deny that they did anything wrong. The Court has expressed no view on the merits
19 of this lawsuit.

20 If you or someone acting on your behalf purchased or otherwise acquired LVS
21 common stock during the Class Period, you may be a member of the Class. You may be
22 entitled to participate in any benefits that may eventually be obtained from the Class as a
23 result of this lawsuit.

24 **I. RIGHTS OF CLASS MEMBER**

25 To remain a Class member, you are not required to do anything. If you remain a
26 Class member, you will be bound by any judgment in this Litigation, whether it is favorable
27 or unfavorable, and there may be additional proceedings in order to demonstrate your right to
28

1 any recovery. If you choose to remain a Class member, you may not pursue a lawsuit on
2 your own with regard to any of the claims asserted or issues decided in this Litigation. As a
3 Class member, you will be represented by Class Counsel (*see* §II.). You will not be charged
4 a fee for the services of Class Counsel. If the case results in a recovery, however, Class
5 Counsel will apply to the Court to be paid some portion of whatever they recover for you and
6 other Class members. The amount of any fee and expense award will ultimately be
7 determined by the Court. You may also enter an appearance in this case through counsel of
8 your own choosing and at your own expense, if you so desire.

9 If you want to be excluded from the Class, you must state your request in writing
10 (including your full name and address) and sign your name. If you are signing on behalf of a
11 Class member (such as an estate, corporation or partnership), please indicate your full name
12 and the basis of your authority. Your request for exclusion must be mailed to:

13 **Las Vegas Sands Securities Litigation**
14 **Notice Administrator**
15 **c/o Gilardi & Co. LLC**
Post Office Box 8040
San Rafael, CA 94912-8040

16 To be effective, your request for exclusion must be signed by you, state that you wish
17 to be excluded, set forth your full name and address and be postmarked no later than
18 November 30, 2016. Facsimile and email requests for exclusion are not acceptable.
19 Requests for exclusion that do not comply with the above requirements will be invalid, and
20 you will not be excluded from the Class.

21 If you properly exclude yourself from the Class, you will not be bound by any
22 judgment in this Litigation, and you will also not be entitled to share any recovery that may
23 result from it. If you properly request exclusion, you may not be able to assert individual
24 claims against the Defendants, as such individual claims may be time-barred. It will be for
25 you to decide whether to pursue any individual lawsuit, claim or remedy that you may have,
26 at your own expense.

27 Do not request exclusion if you wish to be a Class member in this lawsuit.
28

1 **II. CLASS COUNSEL**

2 The Court approved the Lead Plaintiffs' choice of the law firm of Robbins Geller
3 Rudman & Dowd LLP as Lead Counsel for the Class. If you have any questions concerning
4 the matter raised in this Summary Notice, you may address them in writing to the address
5 below or by telephone:

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7 **Robbins Geller Rudman & Dowd LLP**
8 **655 West Broadway, Suite 1900**
9 **San Diego, CA 92101**
10 **1-800-449-4900**

11 PLEASE DO NOT TELEPHONE OR CONTACT THE COURT OR CLERK OF
12 THE COURT REGARDING THIS SUMMARY NOTICE.

13 THIS IS ONLY A SUMMARY NOTICE. IF YOU BELIEVE YOU MAY BE A
14 MEMBER OF THE CLASS AND YOU HAVE NOT RECEIVED NOTICE OF THIS
15 LAWSUIT DIRECTLY, PLEASE CONTACT GILARDI & CO. LLC BY CALLING 1-
16 800-654-5763.